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RECORDATION NO. 26098-A FILED

JAN 03 '06

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

January 3, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Head Lease Supplement (RT-2005-FT), dated as of December 30, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Head Lease Agreement which is being filed with the Board under Recordation Number

_____.

The names and addresses of the parties to the enclosed document are:

Head Lessor: Sacramento Regional Transit District
1400 29th Street
Sacramento, California 95812-2110

Head Lessee: RT Statutory Trust RT-2005-FT
c/o U.S. Bank National Association
633 West Fifth Street
24th Floor
Los Angeles, California 90071

Mr. Vernon A. Williams
January 3, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

8 railcars bearing Sacramento Regional Transit District reporting marks and road numbers 202 - 209.

A short summary of the document to appear in the index is:

Memorandum of Head Lease Supplement (RT-2005-FT).

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF HEAD LEASE SUPPLEMENT (RT-2005-FT)

Memorandum of Head Lease Supplement (RT-2005-FT), made and entered into on December 30, 2005 by and between **SACRAMENTO REGIONAL TRANSIT DISTRICT**, a public corporation of the State of California, having its principal office at 1400 29th Street, Sacramento, CA 95816 (the "**Head Lessor**"), and **RT STATUTORY TRUST RT-2005-FT**, a Connecticut statutory trust, a Connecticut statutory trust, having its principal place of business at U.S. Bank National Association, 633 West Fifth Street, 24th Floor, Los Angeles, CA 90071, Attention: Corporate Trust Services (the "**Head Lessee**").

WITNESSETH:

The undersigned have entered into that certain Head Lease Supplement (RT-2005-FT), dated as of December 30, 2005, whereby the Head Lessor has agreed to lease to the Head Lessee and the Head Lessee has agreed to lease from the Head Lessor certain railcars bearing running numbers as listed on Exhibit A attached hereto.

Remainder of page intentionally left blank

IN WITNESS WHEREOF, the Head Lessor and the Head Lessee have each caused this Memorandum of Head Lease Supplement (RT-2005-FT) to be duly executed by their respective authorized officers on the day and year first above written.

HEAD LESSOR:

SACRAMENTO REGIONAL TRANSIT
DISTRICT

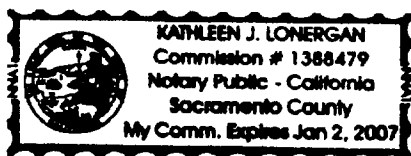
By: Beverly A. Scott
Beverly A. Scott, Ph.D.
General Manager/CEO

ACKNOWLEDGEMENT

STATE OF CALIFORNIA)
) ss.
COUNTY OF SACRAMENTO)

On December 19, 2005, before me, Kathleen J. Lonergan, personally came Beverly A. Scott, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



Kathleen J. Lonergan
Notary Public

My commission expires on January 2, 2007

HEAD LESSEE:

RT STATUTORY TRUST RT-2005-FT

By U.S. Bank National Association, not in its
individual capacity, but solely as Trustee

By: 

Name:

Paula Oswald

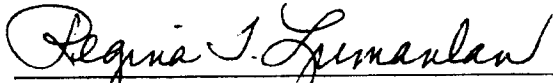
Title:

Vice President

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On December 16, 2005, before me, Regina T. Lumanlan the undersigned
notary public in and for said County and State, personally appeared Paula Oswald,
personally known to me ~~or proved to me on the basis of satisfactory evidence~~ to be the
person(s) whose name(s) is subscribed to the within instrument and acknowledged to me
that she executed the same in her authorized capacity(ies), and that by her signature(s) on
the instrument the person(s), or the entity(ies) upon behalf of which the person(s) acted,
executed the instrument.

WITNESS my hand and official seal.



My commission expires on December 16, 2007

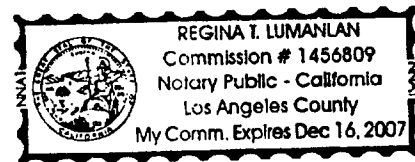


EXHIBIT A

DESCRIPTION OF RAILCARS; EQUIPMENT VALUES

Item of Equipment	Running No.
CAF-200	202
CAF-200	203
CAF-200	204
CAF-200	205
CAF-200	206
CAF-200	207
CAF-200	208
CAF-200	209

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/3/04



Robert W. Alvord